

FRAMEWORK POLICY FOR MANAGING POTENTIAL CONFLICTS OF INTERESTS FOR OPERATIONS CONDUCTED THROUGHOUT THE SURA-BANCOLOMBIA FINANCIAL CONGLOMERATE

1. POLICY OBJECTIVE

To determine the general guidelines for adequately identifying, disclosing, managing and controlling conflicts of interest that arise or may arise among the different operations carried out by the entities that make up the SURA - BANCOLOMBIA Financial Conglomerate (hereinafter referred to as the “Companies”), and between these and their related parties (hereinafter referred to as the “Operations”), while respecting the balance between the interests of all those entities that make up the Conglomerate as well as their shareholders, investors, clients and subscribers.

This document establishes the guidelines for carrying out all those Operations that could create a potential conflict of interest for those persons involved in the corresponding decision-making process, so that said Operations are performed upholding the utmost transparency; are disclosed in the manner defined by the Companies, and are carried out according to good corporate governance practices; this in keeping with the Organization’s principles and values, codes of good governance, other policies, their senior management personnel and members of their boards of directors.

The Companies shall uphold their own policies for handling Conflicts of Interest that fall outside the scope of this policy, this in accordance with the sectoral directives applicable to each of these.

2. DEFINITIONS

- a. Senior Officers and Directors:** For the purposes of this policy, the term Senior Officers and Directors shall be understood to include legal representatives, liquidators, factors, members of boards of directors or governing boards and those who, in accordance with the bylaws of each company, exercise or hold such functions¹.
- b. Beneficial owner:** Any person or group of people who, directly or indirectly, by themselves or through an intermediary, by virtue of a contract, agreement or any other arrangement, has with regard to holding a Company share, or may have,

¹ Article 22, Law 222 issued in 1995 - Colombia

for owning mandatory convertible bonds, a decision-making ability; that is to say, the power or faculty to vote when appointing directors or representatives, or to direct, guide and control said vote, as well as the power or faculty to transfer and order the transfer or encumbrance of the share held.

- c. **Company (Companies):** This term refers to all those legal entities that make up the SURA - BANCOLOMBIA Financial Conglomerate, as listed in Annex 1 of this Policy.
- d. **Conflict of Interest:** For the purposes of that stipulated in this policy, a conflict of interest shall be understood as a situation that arises or may arise for a senior officer and/or director who: (i) is associated with the Financial Holding Company or the entities that make up the Financial Conglomerate; and who (ii) have competing and conflicting interests when a decision is to be made or who is able to exert influence on adopting said decision.

It is understood that a situation is conflicting and incompatible when a Senior Officer or Director is presented with the interests of two or more Companies, with respect to a Material Operation, such that, upon acting, or following any other conduct that he or she should choose, leads to favoring the interests of one Company over the other.

- e. **The SURA-Bancolombia Financial Conglomerate or Financial Conglomerate:** This refers to the group of Companies belonging to the Financial Conglomerate, which are listed in Annex 1.²
- f. **Financial Holding Company:** Grupo de Inversiones Suramericana S.A., in accordance with Resolution 156 of 2019, issued by the Colombian Superintendency of Finance.
- g. **Operations:** These refer to any Operation carried out between the entities that make up the SURA - BANCOLOMBIA Financial Conglomerate, and between these and their related parties.
- h. **Material Operations:** These are all those Operations that pursuant to applicable legislation or the entity's own by-laws must be authorized by the board of directors and whose value shall be equal to or greater than five percent (5%) of the net income obtained for the previous fiscal year by the Companies involved in the Operation. For the purpose of calculating this amount, the separate financial statements for the year immediately preceding .

² Article 2 Law 1870 issued in 2017 - Colombia

the date of the Operation shall be used.

- i. Related Parties:** Those who meet any of the following criteria shall be considered to be a related party of SURA - BANCOLOMBIA Financial Conglomerate, with respect to at least one of the Companies that form part thereof³:

i. Control, subordination and/or business group

Any private individual, legal entity or investment vehicle shall be considered to be under the control or in a subordinate relationship with respect to any entity belonging to the SURA - BANCOLOMBIA Financial Conglomerate, either directly or indirectly, in the following cases:

1. When more than fifty percent (50%) of the entity's capital belongs to one person, either directly or through an intermediary or with the assistance of its subordinates, or the subordinates of these same. Non-voting, preferred shares shall not be used for the purpose of this calculation.
2. When the parent company and the subordinate companies jointly or separately have the right to cast the votes constituting the minimum decision-making majority at a partners' meeting or a shareholders' meeting, or they have the number of votes necessary to appoint the majority of the members of their boards of directors, if any.
3. When the parent company, directly or through an intermediary or with the assistance of its subsidiaries, on account of an act or business arrangement with the controlled company or its partners, exercises a dominant influence on the decisions corresponding to the Company's governing bodies.
4. When the Parent Company and its subsidiaries form a Business Group and this has been registered before the respective Chamber of Commerce.

ii. Significant stakes

For the purposes of this policy, related companies that meet any of the following conditions shall be considered as related companies in which significant stakes are held:

- a. Holders or beneficial owners of stakes corresponding to ten percent (10%) or more of the capital of any Company

³ Article 1 of Decree 1486 issued in 2018 - Colombia

belonging to the SURA - BANCOLOMBIA Financial Conglomerate. Non-voting shares shall not be counted for this purpose.

- b.** Legal entities in which any entity of the SURA - BANCOLOMBIA Financial Conglomerate is the beneficial owner of ten percent (10%) stake or more . Non-voting shares shall not be used for the purpose of this calculation.
- c.** Legal entities considered to be in a subordinate relationship with respect to those defined in the following paragraph a. of this section.

3. SCOPE OF APPLICATION

This policy is applicable to all those Companies that make up the SURA - BANCOLOMBIA Financial Conglomerate, which are listed in Annex 1, provided that there exists a conflict of interest and the following assumptions are met:

- 1. The person considered to have a conflict of interest is a Senior Officer or Director of the corresponding Company, and
- 2. The issue consists of Material Operations carried out between:
 - a. Entities that make up the Financial Conglomerate
 - b. The entities of the Financial Conglomerate and their respective related parties.

For the purposes of this policy, the companies listed in Annex 2 are excluded from its scope of application.

In cases of Conflicts of Interest that are not covered by this policy, the Senior Officer or Director involved in such a situation shall disclose this to the respective Company in accordance with that stipulated in its internal policies.

4. GENERAL GUIDELINES

The Operations covered by this policy shall comply with the following principles:

- a.** They shall be carried out based on market conditions and at market prices, or at objectively comparable prices whenever no market reference exists, taking into account the potential synergies and commercial alliances between the Companies.
- b.** They shall be carried out in such a way as to avoid any transfer of value to the detriment of the rights of the shareholders of the different Companies and their own lines of business.

c. In order to establish a framework for the interaction among the Companies that make up the Financial Conglomerate, and with the aim of promoting the highest standards in terms of information disclosure, the Companies shall implement policies and guidelines for adequately disclosing the Operations governed by this policy.

4.1 CRITERIA FOR IDENTIFYING OPERATIONS OR SITUATIONS THAT MAY GIVE RISE TO CONFLICTS OF INTEREST UNDER THIS POLICY

Operations shall be carried out in a transparent fashion and any Conflicts of Interest that may involve the Senior Officers and/or Directors of the Companies shall be adequately handled.

For this purpose, it is important to identify all those Operations where possible Conflicts of Interest may arise, it being understood that the Operations carried out between the Companies belonging to the Conglomerate or between these and their related parties are not considered by themselves as conflicting.

In accordance with the aforementioned, in order for an Operation to be subject to this procedure, it must comply with the following conditions:

- a.** That the Operation is carried out between Companies belonging to the Financial Conglomerate, or between these and their related parties.
- b.** That the materiality criterion defined in this policy is met.
- c.** That said Operation creates or may create a conflict of interest for any Senior Officer or Director, provided that he/she is acting in the course of his/her duties.

4.2. MATERIAL OPERATIONS:

Based on the definition of a Material Operation, when a Senior Officer or Director of the Companies belonging to the SURA - BANCOLOMBIA Financial Conglomerate is involved in a possible Conflict of Interest with regard to a Material Operation, the guidelines contained in this policy must be duly fulfilled. In this case, when the materiality criterion is met only with respect to one of the Companies involved in the Operation in question, this Company shall follow the process herein described .

When the Operations fail to meet the materiality criterion, they shall be managed pursuant to the internal policies defined by each Company.

Furthermore, if the Operation fails to meet the materiality criterion for one of the Companies involved in such, this shall be disclosed to its governing bodies as established in its internal rules and regulations.

4.3. GUIDELINES FOR HANDLING OPERATIONS OR SITUATIONS THAT MAY

GIVE RISE TO CONFLICTS OF INTEREST

Whenever, upon exercising the functions inherent to his/her position, a Senior Officer or Director notices or detects a situation that could potentially involve a Conflict of Interest for him- or herself, and that meets the materiality criterion defined in this policy, he/she shall abstain from participating in the decision making process regarding the potentially conflictive situation, and the following procedure shall be followed:

- a.** This situation should be brought to the attention of the Board of Directors, providing them with complete information regarding the circumstances giving rise to the conflict.
- b.** When the Board of Directors evaluates and discusses the Operation in question, the person considered involved in the conflict of interest may not intervene in or influence any decision that is made in this regard, and he/she must leave the premises when the matter is discussed and resolved.
- c.** The secretary to the board of directors shall record the person's withdrawal from the meeting in the respective minutes, in order to officially document the corresponding disclosure.
- d.** Decisions on any act or business arrangement shall be made by the board of directors based on the votes of the majority of the members present, excluding the vote of the person who expressed the Conflict of Interest, and the decision taken shall be recorded in the corresponding minutes of said governing body.

A. GENERAL GUIDELINES FOR ANNUAL DISCLOSURES OF CONFLICTS OF INTEREST

The secretary to the board of directors of each Company shall be responsible for including a special chapter in the Company's annual report, which shall be made available to the shareholders at their Annual Ordinary Meetings, and this shall contain information regarding potential Conflicts of Interest that have been made known to and managed by the board of directors, within the framework of this policy.

This chapter should contain the most relevant characteristics and information on these situations, together with the decisions and actions taken in this regard.

B. MANAGING INFORMATION BETWEEN COMPANIES OR LINES OF BUSINESS SUSCEPTIBLE TO CREATING CONFLICTS OF INTEREST

Within the framework for defining the guidelines for the exchange of information between the Companies, the powers stipulated in applicable Colombian legislation governing Financial Conglomerates shall be taken into account, in view of the rules and regulations

relating to habeas data, banking reserve and stock market reserve among other factors.

In accordance with the above, the following guidelines are established:

- i. The Companies shall have implemented guidelines for managing the information provided among themselves in compliance with the rules and regulations governing Financial Conglomerates.

These guidelines shall contain, at a minimum, procedures and actions designed to maintain, protect and give adequate treatment to confidential and privileged information.

- ii. Protocols should be defined for managing information that involve signing confidentiality agreements between the Companies, whenever this is appropriate
- iii. The information provided by the Companies shall be used exclusively for the purposes for which it was provided.

C. GOVERNANCE

The Board of Directors of the Financial Holding Company shall issue these guidelines, which shall be adopted by the Companies belonging to the Financial Conglomerate and that are under the control of the Financial Holding Company, or any other governing body that should act in their stead. In the case of entities that belong to the Financial Conglomerate given the significant influence exerted by the Financial Holding Company, such entities shall submit this policy for the consideration of their boards of directors for its subsequent approval and implementation, ensuring that all entities belonging to the Financial Conglomerate uphold well-aligned policies that allow them to comply with the objectives set by the regulation.

D. DISCLOSURES

This Policy, together with the procedures or manuals that should expand upon and complement this same, shall be disclosed on Grupo SURA's website, in its capacity as Financial Holding Company.

E. ANNEXES

The information contained in the annexes to this policy may be updated by Senior Management, based on any changes arising with the composition of the Companies that form part of the Financial Conglomerate.

Annex 1: SURA Financial Conglomerate Annex
Annex 2: Companies exempted from this Policy